



# Cassopolis/Vandalia Area

Chamber of Commerce

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## BYLAWS

Amended – September 16, 2020

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**ARTICLE I  
GENERAL PROVISIONS**

**Section 1.01 – Name**

This organization is organized under the not-for-profit corporation laws of the State of Michigan. It shall be known as the Cassopolis/Vandalia Area Chamber of Commerce (hereinafter referred to as the “Chamber”).

**Section 1.02 – Purpose**

The Chamber is organized to contribute community leadership and promote the economic and commercial development of the area in and around Cassopolis and Vandalia.

The Chamber shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501(c) (6) of the Internal Revenue Code and any laws governing not-for-profit corporations in Michigan.

**ARTICLE II  
MEMBERSHIP**

**Section 2.01 – Eligibility**

Any person, association, corporation, partnership or trust interested in the Chamber’s purpose shall be eligible to apply for membership.

**Section 2.02 – Application and Election**

- a. Each candidate for membership shall make application on a form provided for that purpose. Applicants shall become a member (hereinafter referred to as a “Member”) upon the approval of their respective application by the Board of Directors (hereinafter referred to as the “Board”; members of the Board are hereinafter referred to as “Directors”).
- b. Memberships are due in full by January 1<sup>st</sup> for the upcoming year. A new Member joining after January 1<sup>st</sup> will be prorated for the remainder of the year.

### **Section 2.03 – Membership Termination**

- a. **Resignation.** Any Member may resign from the Chamber upon written request to the Board.
- b. **Non-Payment of Dues.** Any Member shall be expelled for non-payment of dues after thirty (30) days from the date due, unless otherwise extended for good cause. The Board shall be regularly informed of membership terminations and cancellations. Only Members whose dues are current may exercise the privileges of Members.
- c. **Improper Conduct.** Any Member may be expelled by vote of the Board for conduct unbecoming or prejudicial to the aims or reputation of the Chamber; however, notice and opportunity for a hearing shall first be afforded such Member.

### **Section 2.04 – Voting**

Each Member shall be entitled to cast one vote at any meeting of the Members. This vote may be exercised in person, by proxy or by consent.

### **Section 2.05 – Honorary Membership**

Distinction by any individual in public affairs shall be cause for honorary membership in the Chamber. Honorary Members shall have all the privileges of Members, except the right to vote, and shall be exempt from payment of dues. The Board may confer or revoke honorary membership at any Board meeting.

## **ARTICLE III MEETINGS**

### **Section 3.01 – Annual Meetings**

The annual meeting of Members (hereinafter referred to as the “Annual Meeting”) shall be held either upon written call of the President of the Board (hereinafter referred to as the “President”) or at least ten percent (10%) of the membership. While the Annual Meeting shall usually be held in the third week of March each year, it shall be held no later than the last business day of April. The notice of the Annual Meeting shall be mailed or provided by

electronic mail to each Member at least ten (10) days before the meeting date. The Annual Meeting shall be held at any place within the geographic footprint of the membership.

### **Section 3.02 – Additional Meetings**

- a. **Member Meetings.** Meeting of the Members may be called at any time by any Officer or Director, or upon petition in writing of ten percent (10%) of the Members in good standing. Notice of meetings of Members (including the purpose of the meeting) shall be provided to each Member at least ten (10) days prior to such meetings.
- b. **Directors Meetings.** Board meetings may be called by the President, or upon the request of at least three (3) Directors. Notice of meetings (including the purpose of the meeting) shall be given to each Director at least five (5) business days prior to the meeting. Emergency meetings may be called on lesser notice.
- c. **Committee Meetings.** Committee meetings may be called at any time by the President or by the committee's chairperson.

### **Section 3.03 – Quorum and Vote**

- a. **Members.** The Members present at a meeting for which proper notice has been given shall constitute a quorum. The affirmative vote of the majority of Members present at the meeting shall be the act of the total membership.
- b. **Board.** At any Board meeting one-half (1/2) or greater attendance shall constitute a quorum necessary for the transaction of business. The act of the majority of the Directors present at any meeting shall be the act of the Board.

### **Section 3.04 – Meeting Participation**

A participant may attend a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all persons participating may simultaneously hear each other during the meeting. A person participating in a meeting by this means is deemed to be present at the meeting.

### **Section 3.05 – Waiver of Notice**

Before any meeting of the Board, any Director may, in writing, waive notice of such meeting and waiver shall be deemed equivalent to the giving of such notice. The presence of any Director at a meeting or his/her subsequent consent to the actions taken thereat shall, as to such Director, constitute a waiver of notice of the time, place and purpose thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

### **Section 3.06 – Action in Lieu of Meeting**

Any action required or permitted to be taken by the Board or any committee thereof, under any provision of law, the articles of incorporation or these bylaws, may be taken without a meeting if all Directors or members of the committee shall, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors. Any certificate or other document filed under law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board or committee without a meeting, and that these bylaws authorize the Directors or committee members to so act.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 4.01 – Composition of the Board**

The governance and policy-making responsibilities of the Chamber shall be vested in the Board, which shall control the Chamber's assets, be responsible for its finances, and direct its affairs. The membership of the Board (each Director shall be entitled to one vote) shall be composed of no more than fifteen (15) or fewer than nine (9) Directors.

### **Section 4.02 – Nomination of Directors**

No later than December 31st of each year, the President shall appoint a nominating committee consisting of three (3) Directors of the Board whose term is not expiring and two (2) members from the general membership. The nominating committee will invite the Members to suggest the names of candidates for Directors prior to the regularly scheduled meeting in January. It

shall meet to select those who merit election. The slate of candidates will be presented to the Board at the regularly scheduled meeting in February. The nominating committee shall also propose replacement Directors of any Board vacancies.

Each candidate must be associated with an entity which is a Member and must agree to accept the responsibility of a directorship. Directors may serve continuously as long as they remain in good standing.

The Directors shall serve two (2) year terms of office which will expire at different times; the initial Board of Directors terms will be determined by random drawing.

Upon receipt of the report of the nominating committee, the President shall make the list of the names of persons nominated as candidates for Directors available to the general membership. The President shall also make a list of names available to the general membership of those nominated by petition, as hereinafter described.

Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least ten (10) Members. Such petition shall be filed with the President within fifteen (15) days after notice has been made available to the general membership of the names of those nominated. The determination of the nominating committee as to the legality of the petition(s) shall be final.

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board at its Annual Meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on the ballot by alphabetical order. Instructions will be to vote for the number of candidates sufficient to fill the open seats. The ballot shall be mailed or provided electronically to all Members at least ten (10) days before the Annual Meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and received at the Chamber office twenty-four (24) hours prior to the Annual Meeting or submitted in person at the start of the Annual Meeting. The Board shall declare the candidates with the greatest number of votes elected.

Current Directors will vote to break a tie if it occurs; therefore selecting who shall serve for the upcoming year's term.

#### **Section 4.03 – Replacement Directors**

The Board shall elect Directors to fill the remaining term of any vacancy created by the departure of a Director from the Board. Such election shall be for a term expiring at the next Annual Meeting regardless of the resigning Director's appointed term. All Directors elected at the Annual Meeting shall take office immediately. They shall serve until their successors are properly elected and qualified. All potential Directors shall be asked to provide a written and/or verbal biography prior to their election.

#### **Section 4.04 – Removal and Vacancies**

- a. Removal of a Director may occur by action of the Board for undue absence from meetings, failure to discharge assigned duties, or conduct meriting such action. If a Director moves away from the Cassopolis, Vandalia area or ceases to be associated with an entity which is a Member, his/her directorship shall automatically be terminated on the date of such move or disassociation.
- b. Directors need to contact the President or Secretary if they cannot attend the monthly meeting. If the President or Secretary is not contacted, the absence will be considered an unexcused absence. Three unexcused absences in a calendar year will be due cause for removal of a Director.

#### **Section 4.05 – Executive Committee**

The executive committee shall act for and on behalf of the Board when it is not in session, but shall be accountable to the Board for its actions. It shall be composed of the Officers.

#### **Section 4.06 – Indemnification**

Each person who is or was a Director, Officer, employee or agent of the Chamber shall be indemnified and defended by the Chamber against expenses reasonably incurred in connection with the defense of any action in which that person is made or threatened to be made a party arising out of Chamber activities (except in relation to matters as to which that person is adjudged to be liable for negligence or misconduct in the performance of duty to the Chamber). Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provisions of the Articles of Incorporation, Board Resolution or other authorization. The expense incurred in defending any action, suit or proceeding, civil or criminal, may be paid by the Chamber in advance of the final disposition of



each suit, action or proceeding upon receipt of undertaking on behalf of that person to repay the amount paid by the Chamber if it shall ultimately be determined that such a person is not entitled to indemnification. The Chamber is authorized to secure proper insurance coverage if the Board determines it is appropriate to do so.

#### **Section 4.07 – Chamber Student Representatives**

Students currently enrolled in one of the membership’s area high schools may sit in on Board meetings, at the invitation of a Director, in an advisory capacity and not as a voting Member of the Chamber.

### **ARTICLE V OFFICERS**

#### **Section 5.01 – Election of Officers**

The Board shall reorganize for the coming year at its Annual Meeting or by the last business day of April of each year. The Board of Directors may nominate the following officers (hereinafter referred to as Officers): President, Vice-President, Treasurer, and Secretary. Officers will be elected from among the Directors. Additionally, the Immediate Past President shall serve as an Officer of the Board. All Officers shall serve for a term of one (1) year or until their successors are elected.

#### **Section 5.02 – Elected Officers**

- a. **President.** The President shall serve as the chief elected Officer of the Chamber and shall preside at all meetings of the Members, Board, and executive committee.
- b. **Vice President.** This Officer shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. This Officer shall serve as head of the nominating committee.
- c. **Secretary.** This Officer shall keep the minutes of all board and general membership meetings. The Secretary shall keep other records as the Board of Directors may require and shall perform such other duties as may be required by the statutes of the State of Michigan. This Officer shall provide copies of any meeting minutes

within fourteen (14) days of holding of said meetings to each of the Directors and will make minutes available to the general membership as needed.

- d. **Treasurer.** The Treasurer shall be responsible to the Board of Directors for the conduct of the Chamber's financial affairs including the provision of monthly financial reports and shall assist the President in such other matters as may become necessary.
- e. **Immediate Past President.** The Immediate Past President shall serve on the executive committee, providing insight, wisdom and continuity from year-to-year.

### **Section 5.03 – Contracts**

The Board may authorize any Officer or agent of the Chamber, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute any agreement that is consistent with the actions of the Board.

## **ARTICLE VI COMMITTEES, TASK FORCES AND RELATED ENTITIES**

### **Section 6.01 – Appointments and Authority**

With Board approval, the President shall authorize all committees that report directly to the Board and will appoint the committee chairs. These committee chairperson appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board. The Board may at any time appoint other committees or task forces to carry out the Chamber's purpose.

### **Section 6.02 – Limitation of Authority**

No action by any Officer, Director, employee, Member, committee, task force or related entity, as hereinafter defined, shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board.

### **Section 6.03 – Related Entities**

The Board may create such councils, subsidiary corporations, task forces, or affiliates, as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all councils, subsidiary corporations and affiliates. The Board shall annually review and approve all activities and proposed programs of such councils, subsidiary corporations, and affiliates, including collection and disbursement of funds. At least annually, the executive committee shall review the finances and activities of such councils, subsidiary corporations and groups within the Chamber which have dedicated funds as well as affiliates and groups with which the Chamber shares costs according to memorandums of understanding and groups from which the Chamber receives service payments according to management contracts (hereinafter, collectively, the “Related Entities”).

### **Section 6.04 – Committees**

The Board has the right to create and dissolve committees at its discretion. Current standing committees include, but are not limited to, the Marketing Committee, the Economic Development Committee and the Tourism/Hospitality Committee. Ad hoc committees include the Golf Committee and the Christmas Party Committee.

## **ARTICLE VII FINANCES**

### **Section 7.01 – Control**

The Board of Directors shall have final authority over deposits, investments, and disbursements of all monies paid to the Chamber. The Directors may delegate the handling of any special bank accounts to duly authorized individuals or groups within the limitations of these bylaws. Such individuals or groups shall be required to give full reports and accounting of such bank accounts at any time the Directors so request.

### **Section 7.02 – Disbursements**

Checks written against the general Chamber account that exceed \$500 shall be signed by the Treasurer and one other Director and reported at each Board meeting or general membership meeting as necessary. All other checks written against the general Chamber account require only the signature of the Treasurer. These, too, are reported at each Board meeting or general membership meeting as necessary. All disbursements shall be by check.

### **Section 7.03 – Budget and Fiscal Year**

As soon as possible after the election of the Board, the executive committee shall adopt the new budget and submit it to the Board for approval. The Chamber fiscal year shall close on April 30th each year.

### **Section 7.04 – Annual Audit**

The accounts of the Chamber shall be audited annually as of the close of business on April 30th by a public accountant or by a committee of three (3) Directors. The audit shall be available to the Board at all times.

### **Section 7.05 – Bonding**

The Directors and staff, as the Board may designate, shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

### **Section 7.06 – Presidential Expenditure Fund**

The President may spend up to \$75.00 without approval of the board to be used to recognize new businesses and achievement in the Cass/Vandalia business community. These purchases must be reported at the following board meeting.

**ARTICLE VIII  
MISCELLANEOUS**

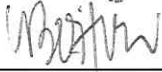
**Section 8.01 – Dissolution**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of the said funds shall inure, or be distributed, to the Members. If the Chamber is ever dissolved, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board as defined in Section 501 (c)(3) of the Internal Revenue Service Code.

**Section 8.02 – Amendments**

These bylaws may be amended by two-thirds (2/3) vote of the Board at any regular or special meeting, providing the notice for the meeting includes the proposal for amendments. Any proposed amendments shall be submitted to the Board in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

**In witness whereof, these bylaws have been duly adopted, pursuant to a motion of the Board of Directors of the Cassopolis/Vandalia Area Chamber of Commerce, and affirmed by majority vote of the Directors, this 16<sup>th</sup> day of September, 2020.**



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Billie Hires, President

Upon a motion by Jeff Nelson and supported by Eugene Wagner, the above and foregoing by-laws were duly adopted.